

EXHIBIT 1

From: David Orta
Sent: Thursday, 16 November 2023 10:42 am
To: Profaizer, Joseph R.; Haiyan Tang; Lucas Loviscek
Cc: Bondi, Brad; Ortiz, Sara E.
Subject: Re: Notarc Port Investment LLC et al v. China Landbridge Group Company Limited and Landbridge Port Services (Hong Kong) Limited, et al. (the "Arbitration"): Notice of First Amended Arbitration Lawsuit and Related Matters
Attachments: 2023.11.15 Letter in Response to Notarc's Emails Dated 28 September, 2023 and 31 October, 2023.pdf

Dear Joe and Brad,

Please see attached.

Regards,
Quinn Emanuel

David M. Orta
Chair of the U.S. International Arbitration Practice and
of the Latin America International Arbitration Practice

Quinn Emanuel Urquhart & Sullivan, LLP

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From: Profaizer, Joseph R. <joeprofaizer@paulhastings.com>

Date: Tuesday, October 31, 2023 at 9:21 PM

To: David Orta <davidorta@quinnemanuel.com>, Haiyan Tang <haiyantang@quinnemanuel.com>, Lucas Loviscek <lucasloviscek@quinnemanuel.com>

Cc: Bondi, Brad <bradbondi@paulhastings.com>, Ortiz, Sara E. <saraortiz@paulhastings.com>

Subject: Notarc Port Investment LLC et al v. China Landbridge Group Company Limited and Landbridge Port Services (Hong Kong) Limited, et al. (the "Arbitration"): Notice of First Amended Arbitration Lawsuit and Related Matters

[EXTERNAL EMAIL from joeprofaizer@paulhastings.com]



CONFIDENTIAL

Dear David and Haiyan,

We write (1) to remind you of our pending request for your response to our email of 28 September 2023 below, (2) to update you regarding recent developments in the Arbitration, (3) to provide China Landbridge Group Company Limited and Landbridge Port Services (Hong Kong) Limited (collectively, "China Landbridge") with a copy of the First Amended Arbitration Lawsuit and related documents that Claimants recently submitted in the Arbitration, and (4) to ask you to respond by no later than Wednesday, November 15, 2023 to the pending invitation to join the Arbitration as a party.

First, particularly in light of your "Cease and Desist Letter" to Notarc and PCCP dated 24 September 2023, we expected to have received a response from you to our letter of 26 September 2023 and to our 28 September 2023 email, notifying you of the Arbitration Lawsuit Claimants filed with the Conciliation and Arbitration Center of Panama ("CeCAP") on 26 September 2023. As you are aware from our email below (including attachments), Claimants intend to proceed to adjudicate their claims and rights with respect to the Panamanian Group Companies (as defined in the Arbitration Lawsuit) in the Arbitration.

Those claims and rights to be adjudicated in the Arbitration may be of interest to China Landbridge, especially since China Landbridge requested that Notarc and PCCP cease and desist from its activities with respect to the Panamanian Group Companies. Claimants continue to maintain that the relief sought in the Arbitration is necessary and capable of full determination by the arbitral tribunal even without the participation of China Landbridge. Consequently, China Landbridge's refusal to participate in the Arbitration will estop China Landbridge from asserting its rights in Panama and in other fora to the maximum extent permitted by applicable law.

Second, as reflected in the attached documents (described further below), Claimants have filed a First Amended Arbitration Lawsuit on 12 October 2023 to address certain questions that CeCAP asked Claimants in connection with the Arbitration Lawsuit. As reflected in the attached email dated 27 October 2023 from CeCAP, CeCAP has now registered and served Claimants' First Amended Arbitration Lawsuit on Respondents Landbridge Holdings, Inc. and Coastal Infrastructure Trust No. 1. Given these recent developments, notwithstanding its delay, China Landbridge's participation in the Arbitration remains timely.

Third, we are providing you with a copy of Claimants' entire submission to CeCAP on 12 October 2023. This submission consists of (1) a letter dated 12 October 2023 to CeCAP (including exhibits A to D), (2) Claimants' First Amended Arbitration Lawsuit (in English) dated 12 October 2023, and (3) Claimants' First Amended Arbitration Lawsuit (in Spanish) dated 12 October 2023. In addition to providing you with these documents by email, we are also sending hard copies of all of the documents that we have sent you by email to date to the Quinn/China Landbridge addresses reflected on page 5 of Paul Hastings' letter to CeCAP dated 26 September 2023. At this time, we are not sending China Landbridge the exhibits to the Arbitration Lawsuit. We will send those exhibits upon the negotiation of an acceptable confidentiality agreement between Claimants and China Landbridge.

Fourth, consistent with our email below, the Arbitration Lawsuit, and the attached First Amended Arbitration Lawsuit, Claimants again invite China Landbridge to enter into a submission agreement to join the Arbitration as additional parties. The arbitral tribunal in the Arbitration has not yet been constituted, but is expected to be constituted shortly, and therefore China Landbridge's participation remains timely.

Given the current situation, we ask that you provide us with a complete response regarding China Landbridge's position by no later than Wednesday, November 15, 2023. In your response, please advise whether China Landbridge will enter into a submission agreement to arbitrate the pending disputes among (1) Claimants, (2) the current Respondents Landbridge Holdings, Inc. and Coastal Infrastructure Trust No. 1, and (3) China Landbridge. Of course, if you would like to discuss any these issues by phone prior to your response, we would be happy to do so.

Claimants continue to fully and expressly reserve all their rights to, *inter alia*, make legal claims and seek legal remedies, and this email (and related attachments) are sent without waiver of, and without prejudice to, those rights. To the extent that China Landbridge refuses to participate in the Arbitration, Claimants continue to reserve their rights to seek joinder of China Landbridge to the arbitration pursuant to, *inter alia*, Article 11 of the Arbitration Regulation of the Conciliation and Arbitration Center of Panama and applicable law.

Best regards,
Paul Hastings LLP



Joe Profaizer | Partner and Global Co-Chair, International Arbitration Practice
Paul Hastings LLP | 2050 M Street, N.W., Washington, DC 20036, United States of America
| Direct: +1.202.551.1860 | Main: +1.202.551.1700 | joeprofaizer@paulhastings.com |
www.paulhastings.com

From: Profaizer, Joseph R.

Sent: Thursday, September 28, 2023 12:07 AM

To: 'David Orta' <davidorta@quinnemanuel.com>; 'Haiyan Tang' <haiyantang@quinnemanuel.com>; 'Lucas Loviscek' <lucaslovisecek@quinnemanuel.com>

Cc: Bondi, Brad <bradbondi@paulhastings.com>; Ortiz, Sara E. <saraortiz@paulhastings.com>

Subject: Notarc Port Investment LLC et al v. China Landbridge Group Company Limited and Landbridge Port Services (Hong Kong) Limited et al.: Arbitration Lawsuit

CONFIDENTIAL

Dear David and Haiyan,

We write on behalf of our clients Notarc Port Investment LLC, Panama Colon Container Port, Inc., United Crown Construction Inc., Central America Shopping Mall Inc., Isla Margarita Development Inc. and Coastal Infrastructure Partners LLC ("Claimants").

We attach a copy of the Arbitration Lawsuit in the pending arbitration pursuant to the Rules of the Arbitration Regulation of the Conciliation and Arbitration Center of Panama, which we filed yesterday (September 26, 2023) with the Conciliation and Arbitration Center of Panama.

As discussed in the attached Arbitration Lawsuit, we invite your clients, China Landbridge Group Company Limited and Landbridge Port Services (Hong Kong) Limited, to enter a submission agreement to join, as a Respondent, the arbitration proceedings initiated by the Claimants against Landbridge Holdings Inc. and Coastal Infrastructure Trust No. 1 on September 26, 2023 before the Conciliation and Arbitration Center of Panama.

In the event your clients choose not to enter into a submission agreement to arbitrate the pending disputes, Claimants reserve their rights to seek joinder of China Landbridge Group Company Limited and Landbridge Port Services (Hong Kong) Limited as additional parties to the arbitration pursuant to, *inter alia*, Article 11 of the Arbitration Regulation of the Conciliation and Arbitration Center of Panama.

The Claimants fully and expressly reserve all their rights to, *inter alia*, make legal claims and seek legal remedies, and this email (and related attachments) are sent without waiver of, and without prejudice to, those rights.

We look forward to hearing from you soon.

Best regards,
Paul Hastings LLP



Joe Profaizer | Partner and Global Co-Chair, International Arbitration Practice
Paul Hastings LLP | 2050 M Street, N.W., Washington, DC 20036, United States of America
| Direct: +1.202.551.1860 | Main: +1.202.551.1700 | joeprofaizer@paulhastings.com |
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EXHIBIT 2



FORM 24

COMPANY NO. 40136

COMPANIES ACT OF BARBADOS

CERTIFICATE OF DISSOLUTION

GORGEOUS INTERNATIONAL INC.

Name of Company

I hereby certify that the Articles of the above-mentioned company was dissolved under the Companies Act pursuant to:

☒ Section 363, 364 or 366 as set out in the attached Articles of Dissolution

☐ Section 371.

☐ Section 372 or 373 in accordance with the attached court order.


Registrar of Companies

September 3rd, 2020

Date of Dissolution



COMPANIES ACT OF BARBADOS
(Section 363 to 370)

ARTICLES OF DISSOLUTION

1. Name of Company
GORGEOUS INTERNATIONAL INC.

Company Number
40136

2. The Company

has not issued any shares ☐

has no property and no liabilities ☐

has voluntarily resolved to liquidate and dissolve ☒

3. Documents and records of the company shall be kept for six years from date of dissolution by:

| | |
|------------|---|
| Name: | Delany Corporate Services Ltd |
| Address: | Burnham Court, Bishop's Court Hill, Upper Collymore Rock St. Michael. Barbados |
| Occupation | Corporate Services |

| | | | | | |
|-------|------------------------|------------|---|--------|-----------------|
| Date: | 3rd March, 2020 | Signature: |  TIN KWOK KO | Title: | Director |
|-------|------------------------|------------|---|--------|-----------------|

For Ministry use only

Company Number: **40136**

Filed: **2020-09-03**



BARBADOS

IN THE MATTER OF SECTION 367(4) OF THE COMPANIES ACT, CAP. 308

AND

IN THE MATTER OF THE DISSOLUTION OF
GORGEOUS INTERNATIONAL, INC.
COMPANY NO. 40136

I, **TIN KWOK KO**, Director of RM 2302, NEW TOWER CENTER, NO. 83 LOU SHANGUAN ROAD, CHINA do solemnly and sincerely declare as follows:

1. To the best of my knowledge and belief, the company has no known creditors.
2. The Notice of the intent to dissolve was published in the Official Gazette on the 10th day of February 2020 and in the Daily Nation on the 15th day of January, 2020 respectively.
3. Barbados is the only jurisdiction in which the company is registered or has a place of business.
4. That the company has discharged its obligation, distributed its remaining property among its shareholders according to their respective rights and has otherwise complied with subsection (4) of section 367.
5. The company has complied with the provisions of the Income Tax Act, Cap. 73 and is not indebted to the Government of Barbados for the payment of any existing Corporate Income Tax.
6. The company is not an employer pursuant to the National Insurance and Social Security (Amendment and Validation) Act, No. 7 of 2006 and that it is not indebted to the National Insurance Office.

AND I MAKE this declaration conscientiously believing the same to be true and according to the Statutory Declarations Act and I am aware that if there is any statement in this declaration which is false in fact, which I know or believe to be false or do not believe to be true, I am liable to fine and imprisonment.

DECLARED by the said
TIN KWOK KO
at *Panama*
the *25* day of *May*. 2020)

[Signature]

BEFORE ME:

Notary Public

[Signature]

Dr. Alexander Valencia Morens
Notario Público Undécimo



REGISTERED CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE

BARBADOS

**IN THE SUPREME COURT OF JUDICATURE
HIGH COURT**
IN THE MATTER OF the Estate of
MCIVOR TYRONE SMITH also known as
TYRONE MCIVOR SMITH also known as
TYRONE SMITH also known as
MCIVOR SMITH, deceased

PUBLIC NOTICE is hereby given that an Application is being made for the following Grant of Administration namely:

LETTERS OF ADMINISTRATION to the estate of MCIVOR TYRONE SMITH also known as TYRONE MCIVOR SMITH also known as TYRONE SMITH also known as MCIVOR SMITH, deceased late of Lot 69 Woodbourne in the parish of St. Philip in this island, who died at the Queen Elizabeth Hospital in the parish of Saint Michael in this island on the 20th day of November, 2019 by CECILLE MELISSA BEST, who is the daughter of the said deceased.

An Application shall be submitted to the Registrar of the Supreme Court fourteen (14) days from the date of Notice in the Official Gazette and from the date of the second notice of advertisement.

Dated the 4th day of February 2020
Alphonza McD, Carew
Attorney-at-Law for the Applicant

BARBADOS

APPLICATION NO: 397 of 2019

**LAND (TITLE DEEDS RESTORATION)
ACT CAP 229C (as amended)
(Section 3)**

**RESTORATION OF TITLE DEEDS
DESTROYED BY DISASTER OR OTHERWISE,
LOST OR STOLEN**

IN THE MATTER of the Restoration of Title Deeds to the property situate at Newcastle in the parish of Saint John in the island of Barbados

IN THE MATTER of the Land (Title Deeds Restoration) Act Cap 229C of the Laws of Barbados (as amended)

TAKE NOTICE that an Application has been made to the Registrar of Titles by LEILANI A HALL, of 3525 Lani Lane, Carmichael, California in the United States of America and CANDYCE SHAE KANUCHOK of 610 North Cascade Avenue #20, Colorado Springs, Colorado in the United States of America, Executors of ANNA SKILNICK HARTLEY, deceased for the Restoration of the Title Deeds to land situate in the parish of Saint John in the island of Barbados (more particularly described in the Schedule hereto) on the ground that the original Title Deed to the property has been lost.

ALSO TAKE NOTICE that unless notification is received at the Land Registry, Warrens Office Complex, Warrens, St. Michael by the 14th day of February, 2020 that the title deeds have not been lost or are being lawfully held by some other person, the Registrar of Titles shall immediately proceed to determine the said Application according to Law.

Dated the 4th day of February, 2020
CHARLENE A. CHARLES
INTERCARIBBEAN LEGAL
Attorneys-at-Law for the Applicants

SCHEDULE

ALL THAT certain piece or parcel of land (part of the said larger area of thirty-six acres and thirty-five perches which was formerly part of one hundred and twenty-one acres one rood and twenty perches which was originally part of the lands of Newcastle Plantation) situate at Newcastle in the parish of Saint John in this island containing by admeasurement five acres and four perches or thereabouts (of which area thirty-three perches are contained in the private road hereinafter mentioned) and being the lot numbered 9 on the Revised Plan Abutting and Bounding on the lot numbered 8 on the Revised Plan agreed to be sold by the vendor to D. H. Weekes Jr. on the lot numbered 7 on the Revised Plan on lands now or late of E. Holdip on lands now or late of one McClean but separated therefrom by the said private road hereinafter mentioned on lands now or late of one Mullin but also separated therefrom by the said private road hereinafter mentioned and on the public road or however else the same may abut and bound.

The Title Deed to be restored is:
Conveyance dated the 4th day of July, 1972 - Charles Omnel Williams to Robert L Harley and Anna Harley recorded in the Land Registry Department on the 14th day of September, 1972 as Deed No. 4957.

**THE COMPANIES ACT, CAP 308
MD&A INTERNATIONAL
INCORPORATED
Company No. 38652**

NOTICE IS HEREBY GIVEN that the Shareholder of MD&A INTERNATIONAL INCORPORATED has by Special Resolution authorized, and directed that the Company be dissolved voluntarily, in accordance with section 366 (3) of the Companies Act, Cap. 308 of the Laws of Barbados.

Dated the 4th day of February, 2020
DUSTIN DAVID PHILLA DELANY
Director

**THE COMPANIES ACT, CAP 308
LOS SAUCES INTERNATIONAL
BUSINESS CORP.
Company No. 39541**

NOTICE IS HEREBY GIVEN that the Shareholder of LOS SAUCES INTERNATIONAL BUSINESS CORP. has by Special Resolution authorized, and directed that the Company be dissolved voluntarily, in accordance with section 366 (3) of the Companies Act, Cap. 308 of the Laws of Barbados.

Dated the 4th day of February, 2020
DANITZA MABEL MEDINA
CALDERON
Director

**THE COMPANIES ACT, CAP 308
GORGEOUS INTERNATIONAL, INC.
Company No. 40136**

NOTICE IS HEREBY GIVEN that the Shareholder of GORGEOUS INTERNATIONAL, INC. has by Special Resolution authorized, and directed that the Company be dissolved voluntarily, in accordance with section 366 (3) of the Companies Act, Cap. 308 of the Laws of Barbados.

Dated the 4th day of February, 2020
TIN KWOK KO
Director

BARBADOS

**IN THE SUPREME COURT OF JUDICATURE
HIGH COURT**
THE ESTATE of
RAY FRANCIS COX also known as
RAY ELIZABETH COX also known as RAY COX,
deceased

PUBLIC NOTICE is hereby given that an application is being made for the following grant of probate namely:

PROBATE OF THE WILL dated the 30th day of January, 2006 of RAY FRANCIS COX also known as RAY ELIZABETH COX also known as RAY COX, deceased, late of "Francis" Pilgrim Road in the parish of Christ Church in this island, who died at the Queen Elizabeth Hospital, Martindale's Road in the parish of Saint Michael in this island on the 21st day of June, 2019 by JAMES STEPHEN COX, the executor named in the said will of the deceased.

An application shall be submitted to the Registrar of the Supreme Court within fourteen (14) days from the date of notice in the Official Gazette and from the date of the second notice of advertisement.

Dated this 4th day of February, 2020
YASMIN S. BREWSTER
Attorney-at-Law
Charlton House, Whitepark Road
Saint Michael

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PUBLIC NOTICES

NOTICE
IN the Estate of
Allencia Crichtlow
also known as
Allencia Nayala
Crichtlow,
deceased

NOTICE IS HEREBY GIVEN pursuant to Section 31 of the Trusts Act, Cap. 250 of the Laws of Barbados, to any person having any claim against or interest in the Estate of Allencia Crichtlow also known as Allencia Nayala Crichtlow late of Superstive in the parish of Saint, George in Barbados deceased who died at Bayview Hospital in the parish of Saint Michael in Barbados on the 30th day of March, 2018 to send particulars in writing of his or her claim or interest to Trena A. Kellman of Alpha & Omega Law Chambers, 1st Floor Trident House, Lower Broad Street, Bridgetown Barbados on or before the 4th day of April, 2020 after which date the Administratrix will convey and distribute the assets of the Estate among the persons entitled having regard only to the valid claims of which she shall then have had notice. And all persons indebted to the said Estate are required to settle their indebtedness without delay.

Dated this 4th day of February 2020
Trena A. Kellman
Attorney-at-Law for the
Administratrix
of the Estate of
Allencia Crichtlow
also known as
Allencia Nayala Crichtlow,
deceased

Call/WhatsApp
1(246)848-5838

**THE COMPANIES ACT, CAP 308
GORGEOUS HOLDINGS, INC.
Company No. 40137**

NOTICE IS HEREBY GIVEN that the Shareholder of GORGEOUS HOLDING, INC. has by Special Resolution authorized, and directed that the Company be dissolved voluntarily, in accordance with section 366 (3) of the Companies Act, Cap. 308 of the Laws of Barbados.

Dated the 4th day of February, 2020
TIN KWOK KO
Director

**THE COMPANIES ACT, CAP 308
GORGEOUS DEVELOPMENT, INC.
Company No. 40144**

NOTICE IS HEREBY GIVEN that the Shareholder of GORGEOUS DEVELOPMENT, INC. has by Special Resolution authorized, and directed that the Company be dissolved voluntarily, in accordance with section 366 (3) of the Companies Act, Cap. 308 of the Laws of Barbados.

Dated the 4th day of February, 2020
TIN KWOK KO
Director

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NOTICE NO. 3

THE COMPANIES ACT, CAP. 308

Los Sauces International Business Corp.
Company No. 39541

NOTICE IS HEREBY GIVEN THAT the Shareholder of LOS SAUCES INTERNATIONAL BUSINESS CORP. has by Special Resolution authorized, and directed that the Company be dissolved voluntarily, in accordance with section 366 (3) of the Companies Act, Cap. 308 of the Laws of Barbados.

Dated the 4th day of February, 2020.

DANITZA MABEL MEDINA CALDERON
Director.

NOTICE NO. 6

THE COMPANIES ACT, CAP. 308

Gorgeous Real Estate Holdings, Inc.
Company No. 40138

NOTICE IS HEREBY GIVEN THAT the Shareholder of GORGEOUS REAL ESTATE HOLDINGS, INC. has by Special Resolution authorized, and directed that the Company be dissolved voluntarily, in accordance with section 366 (3) of the Companies Act, Cap. 308 of the Laws of Barbados.

Dated the 4th day of February, 2020.

TIN KWOK KO
Director.

NOTICE NO. 4

THE COMPANIES ACT, CAP. 308

Gorgeous International, Inc.
Company No. 40136

NOTICE IS HEREBY GIVEN THAT the Shareholder of GORGEOUS INTERNATIONAL, INC. has by Special Resolution authorized, and directed that the Company be dissolved voluntarily, in accordance with section 366 (3) of the Companies Act, Cap. 308 of the Laws of Barbados.

Dated the 4th day of February, 2020.

TIN KWOK KO
Director.

NOTICE NO. 7

THE COMPANIES ACT, CAP. 308

Gorgeous Consulting & Trading Holdings, Inc.
Company No. 40139

NOTICE IS HEREBY GIVEN THAT the Shareholder of GORGEOUS CONSULTING & TRADING HOLDINGS, INC. has by Special Resolution authorized, and directed that the Company be dissolved voluntarily, in accordance with section 366 (3) of the Companies Act, Cap. 308 of the Laws of Barbados.

Dated the 4th day of February, 2020.

TIN KWOK KO
Director.

NOTICE NO. 5

THE COMPANIES ACT, CAP. 308

Gorgeous Holdings, Inc.
Company No. 40137

NOTICE IS HEREBY GIVEN THAT the Shareholder of GORGEOUS HOLDINGS, INC. has by Special Resolution authorized, and directed that the Company be dissolved voluntarily, in accordance with section 366 (3) of the Companies Act, Cap. 308 of the Laws of Barbados.

Dated the 4th day of February, 2020.

TIN KWOK KO
Director.

NOTICE NO. 8

THE COMPANIES ACT, CAP. 308

Gorgeous Development, Inc.
Company No. 40144

NOTICE IS HEREBY GIVEN THAT the Shareholder of GORGEOUS DEVELOPMENT, INC. has by Special Resolution authorized, and directed that the Company be dissolved voluntarily, in accordance with section 366 (3) of the Companies Act, Cap. 308 of the Laws of Barbados.

Dated the 4th day of February, 2020.

TIN KWOK KO
Director.



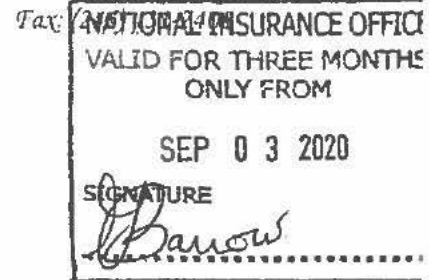
Tel: (246) 431-7400

National Insurance Office

Frank Walcott Building
Flodden, Culloden Road
St. Michael, Barbados, W.I.



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CERTIFICATE OF CLEARANCE

TO WHOM IT MAY CONCERN:

01305/2020

This is to certify that the undermentioned has no liabilities to discharge for payment of National Insurance Contributions for the reason stated below:

NAME: GORGEOUS INTERNATIONAL INC.

ADDRESS: C/O DELANY CORPORATE
BURNHAM COURT, BISHOP'S COURT HILL
UPPER COLLYMORE ROCK
ST MICHAEL

REASON: NO PAYMENT DUE

for Director
DIRECTOR
NATIONAL INSURANCE

"National Insurance ... More than a contribution. It's your lifeline."



FORM 26

COMPANY NO. 40136

COMPANIES ACT OF BARBADOS

CERTIFICATE OF INTENT TO DISSOLVE

GORGEIOUS INTERNATIONAL INC.

Name of Company

I hereby certify that the above-mentioned Company intends to dissolve, as set out in the attached statement of Intent to Dissolve, under section 367 of the Companies Act.

Boye
for Registrar of Companies

December 27th, 2019

Date of Intent to Dissolve



COMPANIES ACT OF BARBADOS
(Sections 367(1) and 369(1))

STATEMENT OF INTENT TO DISSOLVE

REVOCATION OF INTENT TO DISSOLVE

1. Name of Company
GORGEOUS INTERNATIONAL INC.

2. Company Number
40136

3. The Company intends to liquidate and dissolve.

The annexed Schedule is incorporated in this form.



4. The Company revokes its intent to dissolve.



5. Date: December 27, 2019

Signature:

Title:

TIN KWOK KO - DIRECTOR

For Ministry use only

Company Number:

40136

Filed:

2019-12-27

GORGEOUS INTERNATIONAL INC.
Company No. 40136

SPECIAL RESOLUTION OF THE SOLE SHAREHOLDER

The undersigned, being the Sole Shareholder of **GORGEOUS INTERNATIONAL INC.** (the "Company"), acting pursuant to the Companies Act Cap. 308 of the Laws of Barbados, hereby adopt the following resolution:

**DISSOLUTION OF
THE COMPANY**

RESOLVED: That the Company will be dissolved pursuant to section 367 (1) of the Companies Act, Cap. 308 of the Laws of Barbados;

RESOLVED: That **TIN KWOK KO**, in his capacity as a Director of the Company, is authorized and directed on behalf of the Company to deliver the Statement of Intent to Dissolve (Form 25), in duplicate, to the prescribed authorities under the Companies Act of Barbados and to sign and execute all documents and to do all things necessary in connection with the foregoing; and

RESOLVED: That in accordance with Section 21.1 of By-Law No. 1 of the Company, the shareholders' signatures may be printed, engraved, lithographed or otherwise mechanically reproduced upon this Resolution.

Dated this 20th day of December



LIANG ZHANG
Sole Shareholder

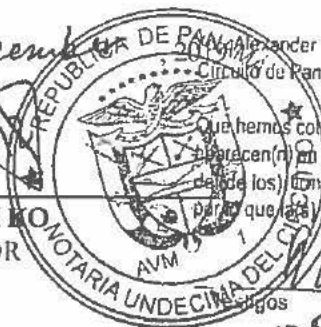


I, **TIN KWOK KO** do hereby certify that I am the sole Director of **GORGEOUS INTERNATIONAL INC.** a company organized and existing under the Laws of Barbados and that the above is a true and correct copy of a special resolution of the Shareholders of the Company duly adopted in accordance with the Laws of Barbados on the 20th day of December, 2019 and that such resolution is now in full force and effect.

Dated this 20th day of December




Name: **TIN KWOK KO**
Title: **DIRECTOR**



Alexander Valencia Moreno, Notario Undécimo de
Círculo de Panamá, con Cédula de identidad No. 5-703-6C
CERTIFICO:

que hemos cotejado la(s) firma(s) anterior(es) con la(s) que
figuran en la(s) copia(s) de la(s) cédula(s) y/o Pasaporte(s)
de los señores y a nuestro parecer son iguales.
Por lo que nos consideramos autorizados.



Panamá, 20 de Diciembre de 2019
Dr. Alexander Valencia Moreno
Notario Público Undécimo

Testigos

COMPANIES ACT OF BARBADOS

SCHEDULE TO STATEMENT OF INTENT TO DISOLVE (FORM 25)

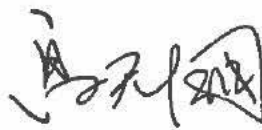
GORGEOUS INTERNATIONAL INC.

NOTICE IS HEREBY GIVEN that on the 20th day of December, 2019 the following resolution was passed as a special resolution by the Shareholder of the above Company pursuant to Section 366 of the Companies Act Cap. 308:

BE IT RESOLVED as follows:

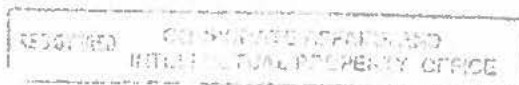
1. That the dissolution of the company be and the same is hereby authorized;
2. That the property of the Company be distributed to the shareholder of the Company and that the shareholder undertake all of the debts and liabilities (if any) of the Company; and
3. That the Directors and/or proper officer of the Company be and they are hereby authorized and directed on behalf of the Company to sign and execute all documents and to do all things necessary or advisable in connection with the foregoing.

Dated 20th the day of December, 2019



TIN KWOK KO

Director





BARBADOS REVENUE AUTHORITY

Sixth Floor, Treasury Building, Bridge Street, Bridgetown, Barbados, BB 11129
tel: 246-430-3101 | fax: 246-436-3238 | email: bramail@barbados.gov.bb

TAX CLEARANCE CERTIFICATE: No. 2019-20 / 2081

TO WHOM IT MAY CONCERN

TIN 20401362

22-Jan-20

This is to certify that **Gorgeous International Inc**

has provided an affidavit stating that there was no trading or business activity and is therefore not liable to the Barbados Revenue Authority.

A separate clearance is issued for the purposes of Section 13 (b) (iii) of the Property Transfer Tax Act, Cap. 84A.

This Certificate is valid for 6 month(s) and will expire on 22-Jul-20



J. Braddshaw (Mr)
for Revenue Commissioner

Customer Service Bridgetown, Holetown Weymouth Corporate Centre



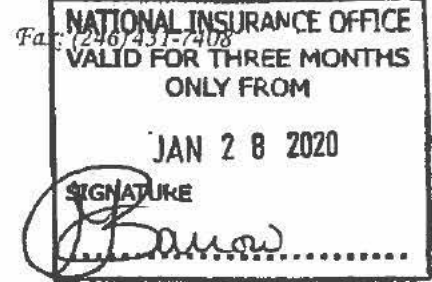
Tel: (246) 431-7400

National Insurance Office

Frank Walcott Building
Flodden, Culloden Road
St. Michael, Barbados, W.I.



Making Barbados Work Better



CERTIFICATE OF CLEARANCE

TO WHOM IT MAY CONCERN:

00140/2020

This is to certify that the undermentioned has no liabilities to discharge for payment of National Insurance Contributions for the reason stated below:

NAME: GEORGEIOUS INTERNATIONAL INC.

ADDRESS: C/O DELANY CORPORATE
"BURNHAM COURT" BISHOP'S COURT HILL
UPPER COLLYMORE ROCK
ST MICHAEL

REASON: NO PAYMENT DUE


for Director **DIRECTOR**
NATIONAL INSURANCE

"National Insurance ... More than a contribution. It's your lifeline."

#535065
\$25.00
2016/8/11COMPANIES ACT OF BARBADOS
(Sections 66 & 74)NOTICE OF DIRECTORS
OR
NOTICE OF CHANGE OF DIRECTORS

1. Name of Company **Gorgeous International Inc.**
2. Company Number **40136**
3. Notice is given that on the day of , the following person(s) was / were appointed director(s)

| Name | Residential Address | Occupation |
|------|---------------------|------------|
| N/A | N/A | N/A |

4. Notice is given that on the 10th day of August, 2016 the following person(s) ceased to hold office as director(s)

| Name | Residential Address |
|---------------------------|--|
| DUSTIN D. P DELANY | STEPNEY PLACE, STEPNEY, ST. GEORGE BARBADOS |

5. The directors of the company as of this date are:

| Name | Residential Address | Occupation |
|--------------------|--|--------------------|
| TIN KWOK KO | RM 2302, NEW TOWER CENTER, NO. 83 LOU SHANGUAN ROAD CHINA | BUSINESSMAN |

6. Date: 11th August, 2016

Signature:

TIN KWOK KO

Title: Director

For Ministry use only

Company Number: 40136

Filed: 2016/08/11



FORM 3

COMPANY NO. 40136

COMPANIES ACT OF BARBADOS

CERTIFICATE OF INCORPORATION

GORGEOUS INTERNATIONAL INC.

Name of Company

I hereby certify that the above-mentioned Company, the Articles of Incorporation of which are attached, was incorporated under the Companies Act of Barbados.

Jep

Registrar of Companies

January 4th, 2016

Date of Incorporation



2015.12.29

30.00

COMPANIES ACT OF BARBADOS

REQUEST FOR NAME SEARCH AND NAME RESERVATION

1. Name, Address and telephone number of person making request:

Delany Corporate Services Ltd.
Burnham Court, Bishop's Court Hill
Upper Collymore Rock, St. Michael
Barbados

Telephone Number: 246-228-2260

2. Proposed name or names in order of preference

(a) **Gorgeous International Inc.**

3. Main types of business the company carries on or proposes to carry on:

(a) Provision of services as a Holding Company for Investment under International Trade and Commerce as defined in Section 6 of the International Business Companies Act, Cap 77

4. Derivation of name

Coined

5. First name available to be reserved:

Yes x ☐

No ☐

6. Name is for:

Incorporation

7. If for a change of name, state present name of company:

Not applicable

8. If for an amalgamation, state names of amalgamating companies:

Not applicable

For Ministry use only

Name reserved until (specify date)

1 ☐

2 ☐

3 ☐

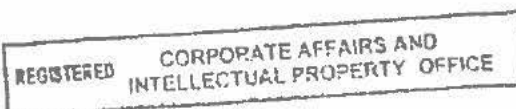
For Director

APPROVED

See attached letter if name is not reserved

Date received: 2015.12.29

Request received by: N. Mason





COMPANIES ACT OF BARBADOS
(Section 169(1) and (2))

**NOTICE OF ADDRESS
OR
NOTICE OF CHANGE OF ADDRESS OF REGISTERED OFFICE**

1. Name of Company

Gorgeous International Inc.

2. Company Number

40136

3. Address of Registered Office

**Burnham Court
Bishop's Court Hill
Upper Collymore Rock
St. Michael
Barbados**


4. Mailing Address

**Burnham Court
Bishop's Court Hill
Upper Collymore Rock
St. Michael
Barbados**

5. If change of address, give previous address of Registered Office.

N/A

6.

| | | | | | |
|-------|------------------|------------|--|--------|--------------|
| Date: | | Signature: |  | Title: | |
| | January 04, 2016 | | Latoya T. McDowald Attorney-at-Law | | Incorporator |

For Ministry use only

Company Number: 40136

Filed: 2016/01/04

REGISTERED CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE



COMPANIES ACT OF BARBADOS
(Sections 66 & 74)

**NOTICE OF DIRECTORS
OR
NOTICE OF CHANGE OF DIRECTORS**

1. Name of Company **Gorgeous International Inc.**

2. Company Number **40136**

3. Notice is given that on the _____ day of _____, the following person(s) was / were appointed director(s)

| Name | Residential Address | Occupation |
|------|---------------------|------------|
| N/A | N/A | N/A |

4. Notice is given that on the _____ day of _____, the following person(s) ceased to hold office as director(s)

| Name | Residential Address |
|------|---------------------|
| N/A | N/A |

5. The directors of the company as of this date are:

| Name | Residential Address | Occupation |
|---------------------------|--|------------------------|
| TIN KWOK KO | RM 2302, NEW TOWER CENTER, NO. 83 LOU SHANGUAN ROAD CHINA | BUSINESSMAN |
| DUSTIN D. P DELANY | STEPNEY PLACE, STEPNEY, ST. GEORGE BARBADOS | ATTORNEY-AT-LAW |

6. Date: **January 04, 2016**

Signature:

Title: **Incorporator**

Latoya T. McDowald
Attorney-at-Law

For Ministry use only

Company Number: **40136**

Filed: **2016/01/04**

REGISTERED CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE



COMPANIES ACT OF BARBADOS
(Section 5)
ARTICLES OF INCORPORATION



#518645
\$750.00
Form 1
2016/01/04

1. Name of Company

Gorgeous International Inc.

Company Number

40136

2. The classes and any maximum number of shares that the Company is authorized to issue

The Company is authorised to issue an unlimited amount of shares without nominal or par values designated as common shares.

3. Restriction if any on share transfers

No shares in the capital of the Company shall be transferred without the approval of the Directors of the Company or of a Committee of Directors, evidenced by Resolution and the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of shares.

4. Number (or minimum and maximum number) of Directors

There shall be a minimum of 1 and a maximum of 5 directors.

5. Restrictions if any on the business the company may carry on

"The Company shall not engage in any business other than international business as defined in the International Business Companies Act, 1991-24".

6. Other provisions if any

Any invitation to the public to subscribe for shares is prohibited.

7. Incorporators:

Date: **January 04, 2016**

| Name | Address | Signature |
|---|--|-----------|
| Latoya T. McDowald Attorney-at-Law | Lot 27 Applewhaite's #3, St. George BB22146 | |

For Ministry use only

Company Number: **40136**

Filed: **2016/01/04**

REGISTERED CORPORATE AFFAIRS AND
INTELLECTUAL PROPERTY OFFICE